

**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**SAMARITAN HEALTH PLANS, INC.**  
**(Oregon Nonprofit Membership Corporation)**

Samaritan Health Plans, Inc. was incorporated in the State of Oregon on May 26, 2004. Pursuant to the provisions of the Oregon Nonprofit Corporation Act, the following are the Restated Articles of Incorporation, which supersede the originally adopted and filed Articles of Incorporation and all amendments to them:

**ARTICLE I**

**NAME AND DURATION**

The name of the corporation is Samaritan Health Plans, Inc., and its duration shall be perpetual.

**ARTICLE II**

**TYPE OF CORPORATION**

This corporation is a mutual benefit corporation.

**ARTICLE III**

**PURPOSES**

This corporation is exclusively organized and shall be operated exclusively for charitable and educational purposes and the promotion of social welfare within the meaning of Sections 501(c)(3) and 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code") and the corresponding provision of any future federal income tax law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The corporation is organized as a nonprofit corporation under Chapter 65 of the Oregon Revised Statutes and will not be operated for the private gain of any person. To further the above purposes, the objectives of the corporation, within the general scope of Sections 501(c)(3) and 501(c)(4) of the Code, shall include, but not be limited to:

(a) To operate a Medicare Advantage health plan and to act as a Health Care Service Contractor as defined in the Oregon Insurance Code, for providing comprehensive managed health care services to Medicare Advantage enrollees and to members of the public at reasonable, predetermined costs, without regard to race, color, religion, sex or national origin, and for the promotion and expansion of alternative delivery systems of comprehensive health care to Medicare Advantage enrollees;

(b) To establish, maintain, own or operate health care and related facilities as may assist in the study, prevention, treatment and cure of human disorders and diseases through the health care sciences;

(c) To contract with hospitals, physicians, and other providers of health care services, whether individually or on a group basis, and in any form, and to contract for or conduct any other activities which may be incidental, necessary or in the pursuit of its other purposes;

(d) To provide health benefits by contracts with employers and other purchasers of managed health care;

(e) To develop and implement Medicare Advantage and managed health care delivery systems that contribute to a reduction in health care costs and which give health care providers financial and other incentives to operate on a more efficient basis;

(f) To enable participating hospitals and providers to attract and retain patients sufficient to maximize efficiency, and to permit participating hospitals to provide ancillary and other services not available in the offices of participating individual providers;

(g) To promote and encourage the improvement of health care and personal health education in the community; and

(h) To support such other charitable, scientific, educational or social welfare activities as the corporation may direct.

Subject to the restrictions set forth in these Restated Articles, the corporation may engage in any lawful activity for which nonprofit corporations may be organized under Chapter 65 of Oregon Revised Statutes.

#### ARTICLE IV

#### PROHIBITED TRANSACTIONS

Notwithstanding any other provision in these Restated Articles, this corporation shall engage only in activities which are permitted to be engaged in by a corporation exempt from federal income tax under Section 501(c)(4) of the Code, by a corporation to which contributions are deductible under Section 170(c)(2) of the Code, and by a public charity described in Section 509(a)(1), (2) or (3) of the Code.

The corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) directly or indirectly any political campaign on behalf of or in opposition to any candidate for public office.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers or other private individuals, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

#### ARTICLE V

##### INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office of the corporation are: Douglas Boysen, 3600 N.W. Samaritan Drive, Corvallis, OR 97330.

#### ARTICLE VI

##### DISSOLUTION

Upon the dissolution or liquidation of the corporation, the assets of the corporation shall be applied and distributed consistent with the requirements of ORS 65.637 and 750.025, or successor statutes, and as follows:

(a) All liabilities and obligations of the corporation shall be paid, satisfied and discharged or adequate provision shall be made therefor;

(b) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements; and

(c) Any remaining assets shall be transferred or distributed to the member, Samaritan Health Services, Inc.

#### ARTICLE VII

##### MEMBERSHIP

The corporation is a membership corporation, and its sole member (sometimes referred to herein as the "corporate member") is Samaritan Health Services, Inc. of Corvallis, Oregon, an Oregon nonprofit charitable corporation.

## ARTICLE VIII

### MANAGEMENT AND DIRECTORS

The affairs of the corporation shall be managed by a board of directors as provided by law, these Restated Articles of incorporation and the Bylaws of the corporation, and subject to the reserve powers of the corporate member.

All directors shall be elected or appointed and may be removed by the corporation member. At least one-third (1/3) of the directors shall be elected or appointed by the corporate member from among representatives of the public who are not practicing doctors or employees or trustees of the corporate member or any other participant hospital.

## ARTICLE IX

### ELIMINATION OR LIMITATION OF LIABILITY

No director or uncompensated officer shall be personally liable to the corporation, its members, or any other person for monetary damages for conduct as a director or uncompensated officer; provided, however, that a director or uncompensated officer shall remain liable for:

1. Any breach of the director's or officer's duty of loyalty to the corporation or its member;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any unlawful distribution; and
4. Any transaction from which the director or officer derived an improper personal benefit;
5. Any act or omission in violation of ORS 65.361 to ORS 65.367 of the Oregon Nonprofit Corporation Act (pertaining to director conflicts of interest, loans to or guarantees for directors and officers, and unlawful distributions).

The civil liability of directors, officers, executive board members, and the member shall be limited to the fullest extent permitted under the Oregon Nonprofit Corporation Act.

ARTICLE X

INCORPORATOR

The name and address of the incorporator is: Peter F. Stoloff, 121 S.W. Morrison, Suite 600, Portland, Oregon, 97204.

ARTICLE XI

PRINCIPAL OFFICE ADDRESS

The principal office address of the corporation is: 3600 N.W. Samaritan Drive, Corvallis, OR 97330.

ARTICLE XII

BYLAWS

This corporation may prescribe, in its Bylaws, any provision for the regulation and management of its affairs not inconsistent with law or with these Restated Articles. Any amendment of the Bylaws shall require the approval of the member of the corporation.

ARTICLE XIII

AMENDMENTS

Except as otherwise provided by law, these Restated Articles of Incorporation, and the Bylaws, may be amended only by the corporate member or by a majority vote of the Board of Directors together with the approval of the corporate member.

I, the undersigned incorporator, being of the age of 18 years or more, declare under penalties of perjury that I have examined the foregoing Restated Articles of Incorporation, and to the best of my knowledge and belief, they are true, correct and complete.

CERTIFICATION

These Restated Articles of Incorporation contain amendments to the previously adopted and filed Articles of Incorporation. These Restated Articles of Incorporation were approved by the Samaritan Health Services, Inc. Board of Directors as the corporation's sole corporate member at a meeting duly called on December 12, 2016.

DATED this 19 day of December, 2016.



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David Triebes, Secretary

Person to contact about this filing:

Tyler Jacobsen  
3600 NW Samaritan  
Drive Corvallis, Oregon 97330  
(541) 768-4478